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9 *Counsel for the Official Committee of Equity Security Holders of*
 10 *USA Capital First Trust Deed Fund, LLC*

11 **UNITED STATES BANKRUPTCY COURT**
 12 **DISTRICT OF NEVADA**

11 In re:
 12 USA COMMERCIAL MORTGAGE COMPANY
 Debtor

) BK-S-06-10725-LBR
) Chapter 11
)

13 In re:
 14 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor

) BK-S-06-10726-LBR
) Chapter 11
)

15 In re:
 16 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor

) BK-S-06-10727-LBR
) Chapter 11
)

17 In re:
 18 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

) BK-S-06-10728-LBR
) Chapter 11
)

19 In re:
 20 USA SECURITIES, LLC,
 Debtor.

) BK-S-06-10729-LBR
) Chapter 11
)

21 **Affects**

- 22 ☐ All Debtors
 23 ☐ USA Commercial Mortgage Co.
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed
☒ USA First Trust Deed Fund, LLC

) DATE: May 9, 2007
) TIME: 2:30 p.m.
)

24 **STIPULATION RE MOTION BY THE OFFICIAL COMMITTEE OF EQUITY**
 25 **SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND LLC TO**
 26 **ESTIMATE AN ADEQUATE RESERVE FOR UNLIQUIDATED AND DISPUTED**
 27 **CLAIMS IN ORDER TO PERMIT FURTHER DISTRIBUTIONS TO FTDF**
 28 **MEMBERS (KANTOR)**

The undersigned, the Official Committee of Equity Security Holders of USA Capital

1 First Trust Deed Fund, LLC (the "FTDF Committee"), by and through their counsel, Candace
2 C. Carlyon, Esq., of the law firm of Shea & Carlyon, Ltd.; and claimants, Kantor Nephrology
3 Consultants, Ltd. 401(k) PSP, Dr. Gary Kantor and Lynn M. Kantor (collectively the "Kantor
4 Claimants"), by and through their counsel, Michael M. Schmahl, Esq. of the law firm of
5 McGuireWoods LLP; and USA Capital First Trust Deed Fund, LLC, by and through its
6 counsel, Annette W. Jarvis of the law firm of Ray Quinney & Nebeker P.C. hereby stipulate as
7 follows:
8

9 1. Kantor Nephrology Consultants, Ltd. 401(k) PSP has filed an unliquidated,
10 unsecured claim (claim no. 123) in the FTDF bankruptcy;
11

12 2. Dr. Gary Kantor has filed an unliquidated, unsecured claim (claim no. 124) in
13 the FTDF bankruptcy;

14 3. Lynn M. Kantor has filed an unliquidated, unsecured claim (claim no. 125) in
15 the FTDF bankruptcy (collectively the "Kantor Claims");
16

17 4. The FTDF Committee has filed an objection to the Kantor Claims (DE #2295)
18 (the "Objection"), which Objection has been continued for hearing to May 9, 2007 at 2:30 p.m.

19 5. The FTDF Committee has previously requested that, on an interim basis, the
20 Court set a reserve for unliquidated claims, in order to permit the Debtor to make interim
21 distributions to all equity holders of FTDF (DE #2668).

22 IT IS HEREBY AGREED THAT:

23 1. The Kantor Claimants agree to the establishment of an interim reserve as
24 requested by the FTDF Committee.
25

26 2. The parties to this stipulation agree that the amount of such reserve shall be
27 \$6,000,000 on account of the Kantor Claims (the "Reserve Amount"), and further agree that,
28

1 in accordance with the reserve set herein, in no event will the Kantor Claims be allowed in an
2 amount exceeding the Reserve Amount.

3 3. The parties to this stipulation agree that, other than as expressly provided
4 herein, the interim reserve agreed to herein will have no effect on the ultimate allowance,
5 disallowance, priority, or other treatment of the Kantor Claims as well as on the amount of
6 any future reserve to be set in connection therewith.
7

8 DATED this 2nd day of May, 2007.

9 SHEA & CARLYON, LTD.

10 

11
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15 and

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/s/ Annette W. Jarvis
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Fund, LLC

in accordance with the reserve set herein, in no event will the Kantor Claims be allowed in an amount exceeding the Reserve Amount.

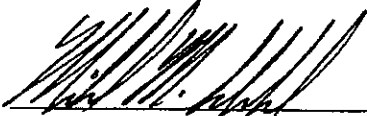
3. The parties to this stipulation agree that, other than as expressly provided herein, the interim reserve agreed to herein will have no effect on the ultimate allowance, disallowance, priority, or other treatment of the Kantor Claims as well as on the amount of any future reserve to be set in connection therewith.

DATED this 2ND day of ~~April~~ May, 2007.

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